

**THOMPSON HINE LLP**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re :  
: Chapter 11  
SEARS HOLDINGS CORPORATION, *et al.*,<sup>1</sup> :  
: Case No. 18-23538 (RDD)  
Debtors. : (Jointly Administered)  
-----X

**NOTICE OF RECLAMATION DEMAND OF MARSALA MANUFACTURING  
COMPANY AND THE MARFO COMPANY**

PLEASE TAKE NOTICE that Marsala Manufacturing Co. and The Marfo Company  
(together, "Claimant"), by and through its undersigned counsel, hereby files this notice of the  
delivery of a written demand letter dated October 31, 2018, pursuant to 11 U.S.C. § 546(c),

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

U.C.C. § 2-702, and applicable non-bankruptcy law, on the above captioned debtors and debtors in possession (the “Debtors”) to reclaim certain goods (the “Goods”) which were sold by Claimant to the Debtors in the ordinary course of business, and which were received by the Debtors during the 45 days prior to the filing of the Debtors’ chapter 11 bankruptcy cases. Claimant incorporates herein by reference a copy of its formal reclamation demand letter attached as **Exhibit 1**, which has been delivered to the Debtors and counsel by overnight mail and electronic mail. The value of the Goods at issue is not less than \$535,412.64.

PLEASE TAKE FURTHER NOTICE that Claimant reserves all of its rights with respect to the Goods, including, without limitation, (i) its right to be paid in the ordinary course of business as a post-petition creditor of the Debtors to the extent the Goods were delivered to the Debtors on or after October 15, 2018; (ii) its right to assert a 20-day administrative priority claim pursuant to 11 U.S.C. § 503(b)(9); (iii) its right to assert a “new value” defense to any preference demand pursuant to 11 U.S.C. § 547(c)(4); (iv) its right to demand payment of any portion of these invoices as a “cure” payment in connection with the Debtors’ assumption of any executory contract, if any, pursuant to 11 U.S.C. § 365; (v) its right to seek payment of its prepetition invoices from any non-debtor parties that are co-obligors; (vi) its right to file additional demands or claims, including without limitation, a proof of claim; and/or (vii) its right to assert any other rights under applicable law. By filing this Notice, Claimant does not consent to entry of final orders of the bankruptcy court on non-core issue and claims, and does not waive any jurisdictional defenses and Claimant reserves its rights to amend this Notice.

Dated: October 31, 2018

Respectfully submitted,

/s/ Jonathan S. Hawkins

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***Counsel for Marsala Manufacturing Co. and  
The Marfo Company***

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 31st day of October, 2018, a true and correct copy of the foregoing was served via ECF filing system of the United States Bankruptcy Court for the Southern District of New York on all parties receiving notice in this case.

/s/Jonathan S. Hawkins

Jonathan S. Hawkins

4849-6487-5129.3